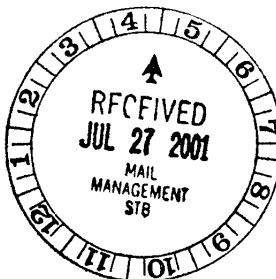




**BOMBARDIER
CAPITAL**

Bombardier Capital Rail Inc.
6900 Wedgwood Road, Suite 120
Maple Grove, MN 55311 United States
Telephone (763) 420-8000
Fax (763) 420-8003
<http://www.capital.bombardier.com>



July 23, 2001

Surface Transportation Board
Recordation of Railroad Equipment
1925 K. Street NW, Suite 704
Washington, D.C. 20423-0001

Dear Sir or Madam,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of Memorandum of Railcar Lease Agreement dated as of February 20, 2001, a primary document as defined in the Board's Rules for Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Lessor: Bombardier Capital Rail Inc.
(formerly called NorRail, Inc.)
6900 Wedgwood Road, Suite 120
Maple Grove, MN 55311
Phone: 763-416-7207

Lessee: Graymont Western Canada Inc.
190, 3025 – 12th Street N.E.
Calgary, Alberta T2E 7J2
Phone: 403-250-9100

The enclosed Memorandum of Railcar Lease Agreement covers the twelve (12) 4600 Cu Ft Covered Hopper Railcars bearing reporting mark and numbers identified on Exhibit A attached hereto. A short summary of the document to appear in the index follows: "Memorandum of Lease between Bombardier Capital Rail Inc., as Lessor, and Graymont Western Canada Inc., as Lessee covering twelve (12) 4600 Cu Ft Covered Hopper Railcars. The Railcars are marked with the NRLX reporting mark and numbered as indicated on Exhibit A to the Memorandum attached hereto."

Enclosed is our check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped copy of the enclosed document to the undersigned. If you have any questions or require any further information in connection with this filing, please contact the undersigned at 763-416-7207.

Very truly yours,

Gail M. Blagsvedt/kb
Gail M. Blagsvedt
Contract Administrator
Enclosures

RECORDATION NO. 23594 FILED

AUG 3 '01 9-03 AM
TS
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR LEASE AGREEMENT

P.D. [Signature]
THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of ~~February~~ January 20, 2001 by and between **Bombardier Finance Inc.**, a Minnesota Corporation ("Lessor") and **Graymont Western Canada Inc.**, a Canadian Corporation ("Lessee"), with reference to the following: *P.D. [Signature]*

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Service and Lease Agreement No. 0351929 dated ~~January~~ February 20, 2001 between Lessor and Lessee (hereinafter referred to as the "Lease"). *P.D. [Signature]*

2. Pursuant to Schedule No. 001 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the twelve (12) railcars bearing the reporting marks and numbers indicated on Exhibit A hereto, all as more particularly described in the Lease.

3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: Bombardier Finance Inc.

By: *[Signature]*
L. Lee Struble
Its: **Vice President-Sales**

By: *[Signature]*
Bradley C. Gunstad
Its: **Vice President & General Counsel**

LESSEE: Graymont Western Canada Inc.

By: *[Signature]*
Its: **VP + G.M.**

By: *[Signature]*
Its: **Regional Relations Manager**

RECORDATION NO. 23594 FILED

AUG 3 '01 9-03 AM

SURFACE TRANSPORTATION BOARD

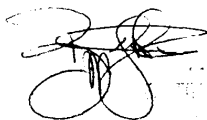
EXHIBIT A
To
MEMORANDUM OF RAILCAR LEASE AGREEMENT

EQUIP	ON RENT
NRLX046147	4/5/01
NRLX046174	4/11/01
NRLX046455	4/11/01
NRLX046477	4/12/01
NRLX046487	4/11/01
NRLX046488	4/5/01
NRLX046489	4/12/01
NRLX046491	4/5/01
NRLX046493	4/11/01
NRLX046494	4/12/01
NRLX046496	4/12/01
NRLX046497	4/11/01

PROVINCE OF Alberta, COUNTRY OF Canada TO WIT:

On this 20 day of January 2001 before me personally appeared, PETER J. APPENDINE and Wayne Kenefer, to me personally known, who being by me duly sworn, says that they are the VP & GM and VP & GM, respectively of **Graymont Western Canada Inc.**, a Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)


T. CHAN
Notary Public
Alberta
2003

Notary Public
My commission expires: _____

STATE OF MINNESOTA, COUNTY OF HENNEPIN TO WIT:

On this 22 day of January, 2001 before me personally appeared, L. Lee Struble and Bradley C. Gunstad, to me personally known, who being by me duly sworn, says that they are the Vice President, Sales and Vice President & General Counsel, respectively of **Bombardier Finance Inc.**, a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Gail M. Blagsvedt
Notary Public
My commission expires: 1-31-2005